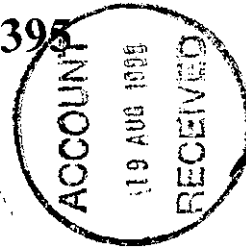


# M

## COMPANIES FORM NO.395



# 395

### Particulars of a Mortgage or charge

Please do not  
write in this  
margin

Pursuant to section 395 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company Number

--	--	--	--

02739202

Name of company

\* insert full name  
of company

RotaDyne (U.K.) Limited

Date of creation of the charge

10<sup>th</sup> August 1999

Description of the instrument (if any) creating or evidencing the charge (Note 2)

Debenture between ABN AMRO Bank N.V. (the "Bank") and RotaDyne (U.K.) Limited (the "Company")

Amount secured by the mortgage or charge

As per Appendix A

Names and addresses of the mortgagees or persons entitled to the charge

ABN AMRO Bank N.V., 101 Moorgate, London EC2M 6SB

Presentor's name address and reference (if any):

Credit Admin Dept  
ABN AMRO Bank N.V.  
101 Moorgate  
London EC2M 6SB

Time critical reference

For official use  
Mortgage



Short particulars of all the property mortgaged or charged

As per Appendix B

Please do not write in the  
this margin

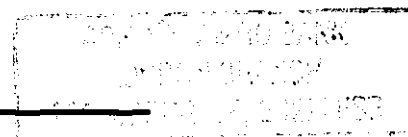
Please complete  
legibly, preferably  
in black type or  
bold block lettering

Particulars as to commission allowance or discount (note3)

Signed  Ken Hughes

Date 16/8/99

On behalf of [company][mortgagee/chargee] (delete as appropriate)



#### Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the a copy must be verified to be a correct a copy either by the company or by the person who has delivered or sent the a copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and whether this is given by a body corporate it must be signed by an officer of that body. A verified a copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, e.g. "Trust Deed", "Debenture", "Mortgage" or "Legal Charge", etc as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

## APPENDIX A

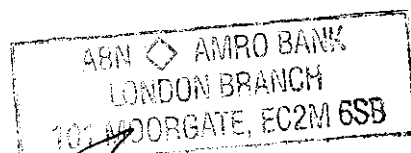
Amount secured by the charge.

All sums (including all interest, costs, commissions, charges and expenses) which the Bank may in the course of its business as bankers charge against the Company and the satisfaction of all liabilities, present or future, absolute or contingent (including liabilities as surety or guarantor), for which the Company is now or may at any time hereafter be indebted or liable to the Bank together with all costs, charges and expenses (including all legal fees and expenses) which the Bank may incur in enforcing or obtaining payment of such sums or the satisfaction of such liabilities from the Company or attempting to do so.

## APPENDIX B

Particulars of property charged.

1. A charge by way of fixed equitable charge over all estates or interests in any freehold or leasehold property.
2. A charge by way of fixed charge over all stock, shares or other securities now or at any time during the continuance of this security belonging to the Company.
3. A charge by way of fixed legal charge over the Company's goodwill.
4. A charge by way of fixed charge over all book and other debts now or at any time during the continuance of this security due or owing to the Company.
5. A charge by way of floating security the Company's undertaking and all the Company's other property assets and rights whatsoever and wheresoever situate present and future (including its uncalled capital).



*KS* *Ken Dykes 16/2/99*

**FILE COPY**



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

**Pursuant to section 401(2) of the Companies Act 1985**

COMPANY No. 02739202

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 10th AUGUST 1999 AND CREATED BY ROTADYNE (U.K.) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ABM AMRO BANK N.V. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th AUGUST 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd AUGUST 1999.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**